

EXHIBIT B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 21-10457 (___)

Jointly Administered

**FIRST OMNIBUS ORDER AUTHORIZING
DEBTORS TO REJECT CERTAIN EXECUTORY CONTRACTS
EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the first omnibus motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for the entry of an order, pursuant to section 365 of Title 11 of the United States Code (the “Bankruptcy Code”), authorizing the Debtors to reject those executory contracts (the “Rejected Contracts”) set forth on Exhibit 1 annexed hereto; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: MobiTV, Inc. (2422) and MobiTV Service Corporation (8357). The Debtors’ mailing address is 1900 Powell Street, 9th Floor, Emeryville, CA 94608.

² A capitalized term used but not defined herein shall have the meaning ascribed to it in the Motion.

2. The Rejected Contracts listed on Exhibit 1 annexed hereto are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of the Petition Date.

3. Within three (3) calendar days after the entry of this Order, the Debtors will serve this Order on the Counterparties to each Rejected Contract.

4. The Debtors reserve all rights to contest any such claim and to contest the characterization of each Rejected Contract, as executory or not.

5. The Debtors do not waive any claims that the Debtors may have against the Counterparty to any Rejected Contract, whether or not such claims are related to such Rejected Contract.

6. Notwithstanding the possible applicability of Rules 6004(g), 7062, or 9014 of the Federal Rules of Bankruptcy Procedure, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation, implementation, or enforcement of this Order.

Exhibit 1 to Order**Rejected Contracts**

Counterparty	Debtor Party	Description of Contract	Rejection Date
DATABANK HOLDINGS, LTD 400 SOUTH AKARD, SUITE 100 DALLAS, TEXAS 75202	MobiTV, Inc.	Master Services Agreement dated December 3, 2020 and any applicable Service Order, Product Terms, or other addenda and amendments thereto.	03/01/2021
RACKSPACE US, INC. ATTENTION: GENERAL COUNSEL ONE FANATICAL PLACE, CITY OF WINDCREST SAN ANTONIO, TX 78218 MAIL STOP: US109-2301	MobiTV, Inc.	Master Services Agreement dated September 30, 2020 and any applicable Service Order, Product Terms, or other addenda and amendments thereto.	03/01/2021